

Recording Requested By:
Gregory H. Morrison, Esq.
Parsons Behle and Latimer
50 W. Liberty St., Suite 750
Reno, Nevada 89501

EUREKA COUNTY, NV

Rec:\$35.00

\$35.00 Pgs=3

PARSONS BEHLE & LATIMER

LISA HOEHNE, RECORDER

2018-235168

05/22/2018 03:44 PM

Affirmation Statement: I, the undersigned, hereby affirm that this document submitted for recording does not contain the personal information (as defined by NRS 603A.040) of any person. (Per NRS 239B.030)

CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OSISKO USA ROYALTY COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "OSISKO MINING (USA) INC." UNDER THE NAME OF "OSISKO MINING (USA) INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2017, AT 5:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2017.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

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SR# 20177729617

Authentication: 201909348
Date: 01-03-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Osisko Mining (USA) Inc.
_____, a Delaware Corporation, and the name of the
limited liability company being merged into this surviving corporation is Osisko USA
Royalty Company, LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed
and acknowledged by the surviving corporation and the merging limited liability
company.

THIRD: The name of the surviving corporation is Osisko Mining (USA) Inc.
_____.

FOURTH: The merger is to become effective on December 31, 2017.

FIFTH: The Agreement of Merger is on file at 1100 Avenue des Canadiens-de-Montréal
Bureau 300, Montréal, QC, H3B 2S2 CANADA, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation
on request, without cost, to any stockholder of any constituent corporation or member
of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be it's
Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by
an authorized officer, the 18th day of December, A.D., 2017.

By: 
Authorized Officer

Name: André Le Bel
Print or Type
Title: Director and Secretary